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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 9, 2014**

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**TRANSDIGM GROUP INCORPORATED**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32833**  
(Commission  
File Number)

**41-2101738**  
(IRS Employer  
Identification No.)

**1301 East 9<sup>th</sup> Street, Suite 3000,  
Cleveland, Ohio**  
(Address of principal executive offices)

**44114**  
(Zip Code)

**Registrant's telephone number, including area code: (216) 706-2960**

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

On May 9, 2014, TransDigm Group Incorporated (the “Company”) issued a press release (the “May 9 Press Release”) regarding the commencement by TransDigm Inc., a wholly owned subsidiary of the Company, of a cash tender offer (the “Tender Offer”) for any and all of its outstanding 7.75% Senior Subordinated Notes due 2018 (the “2018 Notes”) and the announcement by TransDigm Inc. of a concurrent consent solicitation for proposed amendments to the indenture, dated as of December 14, 2010 (as amended, supplemented or otherwise modified through the date hereof), among TransDigm Inc., the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee, under which the 2018 Notes were issued. The May 9 Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On May 12, 2014, the Company issued a press release (the “May 12 Press Release,” together with the May 9 Press Release, the “Press Releases”) regarding the announcement by TransDigm Inc. of plans to amend its senior secured credit facilities to permit, among other things, a special dividend in the range of \$900 million to \$1.5 billion, to increase its existing senior secured term facility by \$625 million, to change certain ratios in its existing senior secured credit facility and increase availability under its revolving credit facility to \$400 million. In addition to the \$625 million of new term loans, TransDigm Inc. may also seek to raise \$2.35 billion of new subordinated debt. TransDigm Inc. may also utilize approximately \$200 million of its trade receivables securitization facility. The May 12 Press Release is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

In connection with the announced plans to amend its senior secured credit facilities, as described above, the Company plans to make a presentation to its lenders, as further described in the May 12 Press Release. In that presentation, the Company will disclose pro forma revenue and pro forma EBITDA As Defined of \$2,345 million and \$1,025 million, respectively, for the twelve months ended March 29, 2014. These amounts reflect the Company’s estimates that if certain acquisitions that closed in the twelve months ended March 29, 2014 had closed at the beginning of that period, the transactions would have contributed additional revenue and EBITDA As Defined of approximately \$197 million and \$38 million, respectively, for the twelve-month period ended March 29, 2014.

The information in this Current Report on Form 8-K and in the Press Releases shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in filings under the Securities Act of 1933. The information in this Current Report on Form 8-K relating to the Press Releases shall, however, be deemed to be incorporated by reference into the Offer to Purchase and Consent Solicitation relating to the Tender Offer and in any offering documents related to the subordinated debt referred to above.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

The following exhibits are being furnished with this Current Report on Form 8-K:

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release, dated May 9, 2014.
99.2	Press Release, dated May 12, 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TRANSDIGM GROUP INCORPORATED**

By: /s/ Gregory Rufus

Name: Gregory Rufus

Title: Executive Vice President, Chief Financial  
Officer and Secretary

Dated: May 13, 2014

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release, dated May 9, 2014.
99.2	Press Release, dated May 12, 2014.



**TransDigm Group Announces Tender Offer and Consent Solicitation  
for Any and All of its 7.75% Senior Subordinated Notes due 2018**

CLEVELAND, May 9, 2014 /PRNewswire/ — TransDigm Group Incorporated (NYSE: TDG) announced today that its wholly owned subsidiary, TransDigm Inc. (the “Company”), has commenced a cash tender offer for any and all of its outstanding \$1,600 million aggregate principal amount of 7.75% Senior Subordinated Notes due 2018 (CUSIP No. 893647 AP2) (the “Notes”). The Company also announced a concurrent consent solicitation for proposed amendments to the indenture, dated as of December 14, 2010 (as amended, supplemented or otherwise modified through the date hereof, the “Indenture”), among the Company, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), under which the Notes were issued. The tender offer and the consent solicitation are being made on the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated May 9, 2014 (the “Offer to Purchase”) and the related Letter of Transmittal and Consent. Holders that tender their Notes pursuant to the tender offer will be deemed to have consented to the proposed amendments to the Indenture.

The tender offer will expire at 9:00 a.m., New York City time, on June 9, 2014 unless extended or earlier terminated (such time and date, as the same may be extended, the “Expiration Time”). Holders of Notes (“Holders”) must tender their Notes and provide their consent to the amendments to the Indenture on or before 5:00 p.m., New York City time, on May 22, 2014, unless extended (such time and date, as the same may be extended, the “Consent Expiration”), in order to be eligible to receive the Total Consideration (as defined below). Holders of Notes who tender their Notes after the Consent Expiration and on or before the Expiration Time will only be eligible to receive the Tender Offer Consideration (as defined below). Following the Expiration Time, the Company intends to redeem the balance of outstanding Notes, if any.

The tender offer and consent solicitation are subject to the satisfaction or waiver of certain conditions as described in the Offer to Purchase, including (1) consummation of certain concurrent refinancing transactions such that the Company has the necessary funds to pay the Total Consideration (as defined below) or the Tender Offer Consideration (as defined below), as applicable, of validly tendered and not validly withdrawn Notes, plus accrued interest on such Notes to, but not including, the applicable payment date, plus all fees and expenses incurred in connection with the tender offer and consent solicitation and such refinancing transactions, (2) that Holders of at least a majority in aggregate principal amount of outstanding of Notes validly deliver, and do not validly revoke, consents to amend and supplement the Indenture to give effect to the proposed amendments and (3) that a supplemental indenture to the Indenture, giving effect to such amendments, is executed by the Company, the guarantors party thereto and the Trustee.

The “Total Consideration” for each \$1,000 principal amount of Notes validly tendered, and not validly withdrawn, prior to the Consent Expiration and accepted for purchase is \$1,076.69. The

“Tender Offer Consideration” for each \$1,000 principal amount of Notes validly tendered, and not validly withdrawn, after the Consent Expiration but prior to the Expiration Time and accepted for purchase is \$1,046.69. The Tender Offer Consideration is the Total Consideration minus the Consent Payment (as defined below). Holders who validly tender, and do not validly withdraw, Notes accepted for payment by the Company will also receive accrued and unpaid interest from the most recent interest payment date for the Notes to, but not including, the applicable payment date.

The “Consent Payment” is an amount equal to \$30.00 per \$1,000 principal amount of Notes and will be payable only with respect to each Note that is validly tendered, and not revoked, on or before the Consent Expiration. The Consent Payment is included in the calculation of the Total Consideration and is not in addition to the Total Consideration. Holders may not tender Notes without delivering consents with respect to such Notes, nor may Holders give their consents in respect of any Notes they do not tender.

Notes tendered pursuant to the tender offer may be validly withdrawn and consents delivered pursuant to the consent solicitation may be validly revoked at any time on or before 5:00 p.m., New York City time, on May 22, 2014, the “Withdrawal Time.” A Holder may not validly revoke a consent unless such Holder validly withdraws its previously tendered Notes. Any Notes tendered on or before the Withdrawal Time that are not validly withdrawn before the Withdrawal Time may not be withdrawn thereafter, and any Notes tendered after the Withdrawal Time may not be withdrawn, unless in either case the Company is otherwise required by applicable law to permit the withdrawal. A valid withdrawal of tendered Notes on or before the Withdrawal Time shall be deemed a valid revocation of the related consent.

The proposed amendments to the Indenture would, among other modifications, eliminate substantially all of the restrictive covenants and certain events of default in the Indenture. Holders of at least a majority in principal amount of the Notes must consent to the amendments to the Indenture for the amendments to the Indenture to become effective. Holders who deliver their consents before the Consent Expiration will receive the Consent Payment (included in the Total Consideration) if the offer is consummated.

The Company has engaged Morgan Stanley & Co. LLC and Credit Suisse Securities (USA) LLC as Dealer Managers and Solicitation Agents for the tender offer and consent solicitation. Persons with questions regarding the tender offer and consent solicitation should contact Morgan Stanley & Co. LLC at (800) 624-1808 (toll-free) or (212) 761-1057 (collect) or Credit Suisse Securities (USA) LLC at (800) 820-1653 (toll-free) or (212) 325-2476 (collect). Requests for documents should be directed to Global Bondholder Services Corporation, the Information Agent for the tender offer and consent solicitation, at (212) 430-3774 (banks and brokers) or (866) 807-2200 (all others).

This press release is for information purposes only and is not an offer to purchase, a solicitation of acceptance of the offer to purchase or a solicitation of a consent with respect to any of the Notes. The tender offer and consent solicitation are being made pursuant to the tender offer and consent solicitation documents, including the Offer to Purchase, which the Company is distributing to holders of Notes. The tender offer and consent solicitation are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

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## About TransDigm Group

TransDigm Group, through its wholly-owned subsidiaries, is a leading global designer, producer and supplier of highly engineered aircraft components for use on nearly all commercial and military aircraft in service today. Major product offerings, substantially all of which are ultimately provided to end-users in the aerospace industry, include mechanical/electro-mechanical actuators and controls, ignition systems and engine technology, specialized pumps and valves, power conditioning devices, specialized AC/DC electric motors and generators, NiCad batteries and chargers, engineered latching and locking devices, rods and locking devices, engineered connectors and elastomers, cockpit security components and systems, specialized cockpit displays, aircraft audio systems, specialized lavatory components, seatbelts and safety restraints, engineered interior surfaces, lighting and control technology and military personnel parachutes and cargo delivery systems.

Contact:

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**TransDigm Announces Request to Amend Credit Facility, Possible Financing Transactions and Considers Paying Special Dividend**

Cleveland, Ohio, May 12, 2014 /PRNewswire / — TransDigm Group Incorporated (NYSE: TDG) (“TransDigm”) today announced that it has requested amendments to its senior secured credit facilities in connection with considering whether to pay a special dividend.

TransDigm Inc. has requested that its senior lenders consent to amendments to its senior secured credit facilities to permit, among other things, a special dividend, to increase its existing senior secured term facility by \$625 million, to change certain ratios in its existing senior secured credit facility and increase availability under its revolving credit facility to \$400 million. In addition to the \$625 million of new term loans, TransDigm Inc. may also seek to raise \$2.35 billion of new subordinated debt. TransDigm Inc. may also utilize approximately \$200 million of its trade receivables securitization facility.

TransDigm intends to use a portion of the proceeds from the aforementioned financing transactions to finance TransDigm Inc.’s previously announced offer to purchase any and all of its outstanding \$1.6 billion aggregate principal amount of 7.75% Senior Subordinated Notes due 2018.

In addition, TransDigm is considering paying a cash dividend in the range of \$900 million to \$1.5 billion with a portion of the proceeds of the aforementioned financings and cash on hand. The specific timing and aggregate amount of the dividend, if any, has not been determined and there can be no assurance that such dividend will be declared and paid or that any potential related debt financing will be incurred. Whether to pay the dividend and the amount thereof are subject to consideration of various factors by TransDigm’s Board of Directors, including, among other things, TransDigm’s financial position, the availability of capital on favorable terms and liquidity and capacity post-dividend adequate to meet our likely range of acquisition and other business requirements.

In connection with the proposed amendments to its senior secured credit facilities, TransDigm will make a presentation to its lenders on Tuesday, May 13, 2014 (11 a.m. EDT start).

**Important Notice**

This press release is not an offer to sell or the solicitation of an offer to buy any securities. Any securities that may be issued in connection with or as a result of the proposed amendments to the senior secured credit facilities or the other transactions contemplated hereby will not be registered under the Securities Act or any state securities laws, and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.



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## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties that could cause its actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, TransDigm Group. These risks and uncertainties include but are not limited to: the conditions of the debt markets; interest rate changes; the Company's compliance with its debt covenants; local, regional, national and international economic conditions; and other factors. Except as required by law, TransDigm Group undertakes no obligation to revise or update any forward-looking statements contained in this press release.

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